

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Emergency Essentials, LLC		12/31/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	OneWest Bank, FSB, as administrative agent		
Street Address:	888 E. Walnut Street		
Internal Address:	HQ-06-03		
City:	Pasadena		
State/Country:	CALIFORNIA		
Postal Code:	91101		
Entity Type:	federal savings bank: UNITED STATES		
PROPERTY NUMBERS Total: 33			
Property Type	Number	Word Mark	
Registration Number:	3932485	BEPREPARED.COM	
Registration Number:	3781580	BEPREPARED.COM	
Registration Number:	3781579	BEPREPARED.COM	
Registration Number:	3832304	BEPREPARED.COM	
Registration Number:	3832303	BEPREPARED.COM	
Registration Number:	3781578	BEPREPARED.COM	
Registration Number:	3781577	BEPREPARED.COM	
Registration Number:	3832302	BEPREPARED.COM	
Registration Number:	3781576	BEPREPARED.COM	
Registration Number:	3781575	BEPREPARED.COM	
Registration Number:	3781574	BEPREPARED.COM	
Registration Number:	3832301	BEPREPARED.COM	
Registration Number:	3781573	BEPREPARED.COM	

TRADEMARK

Registration Number:	3759697	EMERGENCY ESSENTIALS
Registration Number:	3571179	EMERGENCY ESSENTIALS
Registration Number:	3568952	EMERGENCY ESSENTIALS
Registration Number:	3571178	EMERGENCY ESSENTIALS
Registration Number:	3568951	EMERGENCY ESSENTIALS
Registration Number:	3571177	EMERGENCY ESSENTIALS
Registration Number:	3571176	EMERGENCY ESSENTIALS
Registration Number:	3582153	EMERGENCY ESSENTIALS
Registration Number:	3665475	EMERGENCY ESSENTIALS
Registration Number:	3571175	EMERGENCY ESSENTIALS
Registration Number:	3571174	EMERGENCY ESSENTIALS
Registration Number:	3659764	EMERGENCY ESSENTIALS
Registration Number:	3571173	EMERGENCY ESSENTIALS
Registration Number:	3439473	EMERGENCY ESSENTIALS
Registration Number:	3571172	EMERGENCY ESSENTIALS
Registration Number:	3574562	EMERGENCY ESSENTIALS
Registration Number:	3906099	EMERGENCY ESSENTIALS
Registration Number:	3582152	EMERGENCY ESSENTIALS
Serial Number:	85721340	PREP-TEMBER
Registration Number:	1711984	PROVIDENT PANTRY

CORRESPONDENCE DATA

Fax Number: 3107884471

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (310) 788-4442

Email: vickie.lee@kattenlaw.com

Correspondent Name: Vickie Lee c/o Katten Muchin Rosenman

Address Line 1: 2029 Century Park East

Address Line 2: Suite 2600

Address Line 4: Los Angeles, CALIFORNIA 90067

NAME OF SUBMITTER:	Vickie Lee
Signature:	/Vickie Lee/
Date:	01/02/2013

Total Attachments: 13

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT dated as of December 31, 2012 (as amended, restated, supplemented or otherwise modified from time to time, this “**Agreement**”), is made by EMERGENCY ESSENTIALS, LLC, a Delaware corporation (“**Grantor**”), in favor of ONEWEST BANK, FSB, as administrative agent (in such capacity, the “**Administrative Agent**”) for the lenders party to the Credit Agreement dated as of the date hereof among Grantor, the lenders from time to time party thereto (the “**Lenders**”, and collectively with the Administrative Agent, the “**Creditor Parties**”), and the Administrative Agent (as amended, restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**”).

Reference is also made to that certain Security Agreement dated as of December 31, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), by the Grantor in favor of the Administrative Agent for the benefit of the Credit Parties.

The Lenders have agreed to extend credit to the Grantor subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Grantor, will derive substantial benefits from the extension of credit pursuant to the Credit Agreement and is willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit.

Accordingly, the parties hereto agree as follows:

SECTION 1. **Terms.** Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement or the Credit Agreement. The rules of construction specified in Section 1.2 of the Credit Agreement also apply to this Agreement.

SECTION 2. **Grant of Security Interest.** As security for the payment or performance, as the case may be, in full of the Obligations, Grantor, pursuant to the Security Agreement, did and hereby does grant to the Administrative Agent, its successors and assigns, for the benefit of the Credit Parties, a security interest in, all of Grantor’s right, title or interest in or to any and all of the following assets and properties (collectively, the “**Trademark Collateral**”):

(a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, and other source or business identifiers, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule I (the “**Trademarks**”); and

(b) all goodwill associated with or symbolized by the Trademarks.

Notwithstanding the foregoing, no security interest is granted in any Intent-to-Use Applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such applications under applicable law; provided that, at such time any such Intent-to-Use Applications matures into an Actual Use Application by the Grantor's receipt of a written notification from the United States Patent and Trademark Office of its acceptance of either an "Amendment to Alleged Use" or "Statement of Use," such Intent-to-Use Application shall immediately be included in the Trademark Collateral, and any security interest that would otherwise be granted herein shall attach immediately to such Actual Use Application.

SECTION 3. ***Security Agreement.*** The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Creditor Parties pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Creditor Parties with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. ***Governing Law.*** This Agreement shall be construed in accordance with and governed by the laws of the State of California.

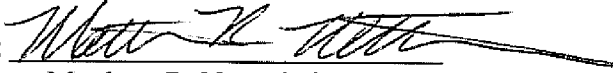
SECTION 5. ***Execution In Counterparts.*** This Agreement may be signed in any number of counterparts with the same effect as if the signatures thereto and hereto were upon the same instrument. Any signature delivered by a party via facsimile or electronic transmission shall be deemed to be an original signature hereto.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the Grantor has executed this Trademark Security Agreement by its duly authorized representative as of the date first written above.

GRANTOR

EMERGENCY ESSENTIALS, LLC, a Delaware
limited liability company

By: 

Name: Matthew R. Nettesheim

Title: President

Schedule I

I. Trademarks

Mark	Ser./Reg. No.	Goods/Services
BEPREPARED.COM	SN:77-932981 RN:3,932,485	(Int'l Class: 9) Automotive preparedness road kit consisting of batteries, and also including, flashlight, candles, first aid kit, first aid guide book, multifunction utility knife, water rations, and sleeping bags, sold as a unit
BEPREPARED.COM	SN:77-226469 RN:3,781,580	(Int'l Class: 35) Retail store and online retail store services featuring disaster preparedness supplies such as staple and packaged food, drinking water, drink mixes, drinking water containers, first aid kits, flashlights, batteries, portable cooking and food processing equipment, personal toiletries, radios, candles, matches, emergency blankets, chemical warmers, backpacks, generators, jumper cables, sewing kits, clothing, multi-function knives, shovels, maps, compasses, and electronic media and books related to emergency preparedness, all primarily directed to consumers seeking substantial quantities of goods for long term storage
BEPREPARED.COM	SN:77-226468 RN:3,781,579	(Int'l Class: 32) Drinking water; drink mixes, namely, powdered apple juice, orange juice and peach juice mix, all of the foregoing goods primarily directed to consumers seeking substantial quantities of goods for long term storage

Mark	Ser./Reg. No.	Goods/Services
BEPREPARED.COM	SN:77-226467 RN:3,832,304	(Int'l Class: 30) Dehydrated cereals; cooking essentials, namely, baking powder, baking soda, corn starch, beef gravy mix, chicken gravy mix, salt, brown sugar, powdered sugar and white sugar; packaged desserts, namely, chocolate fudge brownie mix, creamy hot chocolate, chocolate and vanilla pudding; processed grains, namely, cornmeal, white flour, popcorn, white rice, red wheat and hard white wheat; pastas, namely, egg noodles, elbow macaroni; spices and seasonings; grain-based compact high-calorie food bars, all of the foregoing goods primarily directed to consumers seeking substantial quantities of goods for long term storage
BEPREPARED.COM	SN:77-226465 RN:3,832,303	(Int'l Class: 29) Dehydrated food products for rehydration and consumption, namely, packaged meals comprised primarily of dehydrated meats and vegetables; portable food kits comprising freeze-dried fruits, freeze-dried vegetables, freeze-dried meats, freeze-dried poultries and cheeses; packaged breakfast, lunch, and dinner entrees comprised primarily of freeze-dried meat and freeze-dried vegetables; cooking essentials, namely, beef broth, chicken broth and shortening powder; packaged dairy items, namely, eggs, buttermilk powder, butter powder, cheese, freeze-dried whole eggs, freeze-dried scrambled eggs, freeze-dried egg whites, margarine powder, and sour cream powder; packaged processed fruits, namely, applesauce, and apple and banana slices; packaged processed legumes, namely, black beans, kidney beans, lentils, pinto beans, small red chili beans, small white navy beans, soy beans, and split green peas; packaged soup mixes, namely, creamy broccoli cheese soup mix, creamy potato soup mix, creamy soup mix and mixed vegetable stew mix; packaged meals-ready-to-eat (mre) comprised primarily of meat and vegetables; protein-based compact high-calorie food bars, all of the foregoing goods primarily directed to consumers seeking substantial quantities of goods for long term storage

Mark	Ser./Reg. No.	Goods/Services
BEPREPARED.COM	SN:77-226463 RN:3,781,578	(Int'l Class: 25) Clothing, namely, shirts, ponchos, hooded ponchos; emergency preparedness kits comprising ponchos, all of the foregoing goods primarily directed to consumers seeking substantial quantities of emergency preparedness goods for long term storage
BEPREPARED.COM	SN:77-226462 RN:3,781,577	(Int'l Class: 21) Food containers for domestic use; plastic containers and lids for domestic use in storing food items, sold as a unit; bottles, sold empty; containers for water storage consisting of polycarbonate bottles sold empty; plastic jugs; emergency preparedness kits comprising food containers for domestic use, plastic containers and lids for domestic use in storing food items, bottles sold empty, polycarbonate bottles for water storage sold empty and plastic jugs, all of the foregoing goods primarily directed to consumers seeking quantities of goods for long term storage
BEPREPARED.COM	SN:77-226461 RN:3,832,302	(Int'l Class: 16) Educational materials, namely, books, magazines and newsletters featuring survival, cooking, first aid, and 72-hour emergency preparedness information; maps; emergency preparedness kits comprising maps, directional compasses, and books featuring survival, cooking, first aid, and 72-hour emergency preparedness information, all of the foregoing goods primarily directed to consumers seeking substantial quantities of emergency preparedness goods for long term storage

Mark	Ser./Reg. No.	Goods/Services
BEPREPARED.COM	SN:77-226458 RN:3,781,576	(Int'l Class: 11) Non-electric body warmers, namely, chemically activated heating packets for warming hands, feet, and the body; headlamps, namely, battery operated lights for use on heads; water filters for use in a personal water bottle; portable propane and gas cookers; folding portable charcoal, propane and gas fired stoves; chemically-activated light sticks; fuel-based ovens, namely, gas cooking ovens; electric slow cookers; gas cookers; electric food steamers; electric dehydrators; and rechargeable flashlights; warmth kits comprising chemically activated heating packets for warming hands, feet and the body; emergency preparedness kits comprising chemically activated heating packets for warming hands, feet, and the body, battery operated lights for use on heads, water filters for use in a personal water bottle, portable propane and gas cookers, folding portable charcoal, propane and gas fired stoves, and chemically-activated light sticks, all of the foregoing goods primarily directed to consumers seeking goods for long term storage
BEPREPARED.COM	SN:77-226457 RN:3,781,575	(Int'l Class: 9) Computer programs that assist the individual in planning and preparing for natural and man made emergencies such as floods, fire, earthquakes, hurricanes, tornadoes and the like, by providing useful information and tips; video recordings on the topics of emergency preparedness and survival; communications devices and power supplies, namely, battery chargers, cell phone battery chargers, radios, and batteries; directional compasses; emergency preparedness kits comprising battery chargers, cell phone battery chargers, radios, batteries, video recordings on the topics of emergency preparedness and survival and computer programs that assist the individual in planning and preparing for natural and man made emergencies such as floods, fire, earthquakes, hurricanes, tornadoes and the like, by providing useful information and tips, all of the foregoing goods primarily directed to consumers seeking goods facilitating emergency preparedness

Mark	Ser./Reg. No.	Goods/Services
BEPREPARED.COM	SN:77-226454 RN:3,781,574	(Int'l Class: 7) Electric food grinders for domestic use; electric juicers; electric fruit and vegetable peelers; electric food processors, electric food blenders; mixers; portable electric power generators; water filtration pumps for water filtering units, all of the foregoing goods primarily directed to consumers seeking goods for long term storage (Int'l Class: 8) Non-electric fruit and vegetable peelers; apple corers; vegetable corers; hand-operated food processors, all of the foregoing goods primarily directed to consumers seeking goods for long term storage (Int'l Class: 21) Non-electric juicers that are primarily directed to consumers seeking goods for long term storage
BEPREPARED.COM	SN:77-226452 RN:3,832,301	(Int'l Class: 5) Medical supplies, namely, kits for providing first aid; medical hygiene kits for emergency use consisting of first aid kits; medical supply kits comprising sterile dressings, pain relievers, burn care relievers, gloves, ice packs, shears, splints, bandages, masks, tape, hot packs, antibiotic ointment, elastic wrap, gauze, tweezers, and hemostats, all of the foregoing goods primarily directed to consumers seeking goods for long term storage
BEPREPARED.COM	SN:77-226451 RN:3,781,573	(Int'l Class: 1) Additive treatments, namely, water treatment chemicals for domestic use to make water potable, primarily directed toward consumers seeking substantial quantities of goods for long term storage

Mark	Ser./Reg. No.	Goods/Services
EMERGENCY ESSENTIALS	SN:77-207719 RN:3,759,697	(Int'l Class: 30) Dehydrated cereals; ingredients required for cooking and baking, namely, cocoa mix, baking powder, baking soda, corn starch for food, beef gravy mix, chicken gravy mix, salt, brown sugar, powdered sugar and white sugar; packaged desserts, namely, chocolate fudge brownie mix, creamy hot chocolate, chocolate and vanilla pudding, instant pudding mix, freeze dried crumble, freeze dried cheesecake, crackers, almond poppy seed cake, marble pound cake, spice pound cake, stuffed french toast, freeze dried ice cream; processed grains, namely, cornmeal, white flour, popcorn, white rice, processed red wheat and processed white wheat; pastas, namely, egg noodles, elbow macaroni; spices and seasonings, namely, onion powder, taco seasoning, minced garlic, cinnamon, basil leaves, black pepper, spaghetti seasoning, italian seasoning, oregano, enchilada seasoning, garlic salt, cinnamon sugar, herb seasoning, lemon dill seasoning, steak seasoning, onion salt, lemon pepper, garlic pepper, ground allspice
EMERGENCY ESSENTIALS	SN:77-207717 RN:3,571,179	(Int'l Class: 25) Clothing, namely, sweaters, sweatshirts, ponchos and hooded ponchos
EMERGENCY ESSENTIALS	SN:77-207708 RN:3,568,952	(Int'l Class: 21) Household containers for food; plastic containers and lids to store food items; plastic bottles sold empty; containers for water storage consisting of polycarbonate bottles sold empty, plastic jugs for beverages sold empty; pepper mills; cookware, namely, steamers; non-electric juicers
EMERGENCY ESSENTIALS	SN:77-207703 RN:3,571,178	(Int'l Class: 20) Sleeping bags and sleeping bag liners; plastic drums used for water storage

Mark	Ser./Reg. No.	Goods/Services
EMERGENCY ESSENTIALS	SN:77-207699 RN:3,568,951	(Int'l Class: 16) Educational books and publications, namely, booklets and pamphlets featuring the subject matter of survival skills and necessary equipment, first aid, 72 hour preparedness guidelines for emergencies; general purpose plastic bags
EMERGENCY ESSENTIALS	SN:77-207693 RN:3,571,177	(Int'l Class: 11) Non-electric pocket warmers, namely, chemically-activated heating packets for warming hands (not for medical purposes); non-electric foot warmers, namely, chemically-activated heating packets for warming feet (not for medical purposes); flashlights; rechargeable flashlights; water filters for use with bottles; food preparation equipment, namely, fuel based ovens, portable propane or gas cookers, electric food steamers, electric dehydrators; portable folding stoves; chemically-activated stick lights; kerosene and propane lanterns
EMERGENCY ESSENTIALS	SN:77-207686 RN:3,571,176	(Int'l Class: 18) Backpacks; small and large day packs
EMERGENCY ESSENTIALS	SN:77-207680 RN:3,582,153	(Int'l Class: 7) Electric vegetable peelers; electric juicers; hand held power grinders; electric food processors; electric food blenders; electric mixers for household purposes
EMERGENCY ESSENTIALS	SN:77-207677 RN:3,665,475	(Int'l Class: 1) Water purification chemicals for potable water treatment

Mark	Ser./Reg. No.	Goods/Services
EMERGENCY ESSENTIALS	SN:77-207667 RN:3,571,175	(Int'l Class: 35) Retail store services featuring, disaster preparedness supplies in the nature of blankets, dehydrated and freeze dried food, food preparation equipment, namely, fuel based ovens, cookers, mills, grinders, canners, steamers, dehydrators, juicers, peelers, corers, food processors, blenders and mixers
EMERGENCY ESSENTIALS	SN:77-207660 RN:3,571,174	(Int'l Class: 32) Drinking water packaged in pouches for long term storage; powdered fruit drink mixes, namely, powdered apple juice, orange juice and peach juice mix
EMERGENCY ESSENTIALS	SN:77-207650 RN:3,659,764	(Int'l Class: 29) Dehydrated food products for rehydration and consumption, namely, packaged meals comprised primarily of dehydrated meats and vegetables and dairy products other than ice cream, ice milk and frozen yogurt; prepared dried food kits comprised primarily of freeze dried fruits, freeze dried vegetables, freeze dried meats, freeze dried poultrys and cheeses; packaged dairy items, namely, eggs, buttermilk powder, butter powder, cheese blend, freeze dried whole eggs, freeze dried scrambled eggs, freeze dried egg whites, margarine powder, sour cream powder, and powdered milk; packaged processed fruits, namely, applesauce, apple peach flakes, apple strawberry flakes, apple and banana slices; apple chips; packaged legumes, namely, black beans, kidney beans, lentils, pinto beans, small red chili beans, small white navy beans, soy beans, peanut butter powder, and split green peas; packaged soup mixes, namely, abc soup mix, creamy broccoli cheese soup, creamy potato soup, creamy soup base and mixed vegetable stew blend; packaged processed fruits, namely, freeze dried strawberries, freeze dried whole blueberries, freeze dried peaches, freeze-dried apricots, freeze dried bananas, freeze dried apples, freeze dried blackberries, freeze-dried raisins, freeze dried oranges, freeze dried pineapples, and freeze dried mangos; peanut butter; beef broth; chicken broth; shortening powder

Mark	Ser./Reg. No.	Goods/Services
EMERGENCY ESSENTIALS	SN:77-207642 RN:3,571,173	(Int'l Class: 22) Tents
EMERGENCY ESSENTIALS	SN:77-207629 RN:3,439,473	(Int'l Class: 24) Blankets, namely, blankets stored in compact form ready for emergency use and hooded blankets
EMERGENCY ESSENTIALS	SN:77-207619 RN:3,571,172	(Int'l Class: 8) Non-electric fruit and vegetable peelers, hand operated juicers, hand operated corers, hand operated food processors
EMERGENCY ESSENTIALS	SN:77-207613 RN:3,574,562	(Int'l Class: 9) Computer programs, namely, computer programs that assist the individual in planning and preparing for natural and man made emergencies such as floods, fire, earthquakes, hurricanes, tornadoes and the like, by providing useful information and tips; pre-recorded video recordings on the topics of preparedness and survival; automotive preparedness road kit consisting of jumper cables, flashlight, batteries, candles, first aid kit, first aid guide book, multifunction utility knife, water rations, and sleeping bags sold as a unit; helmet safety lights
EMERGENCY ESSENTIALS	SN:77-207601 RN:3,906,099	(Int'l Class: 3) Personal hygiene kits comprising soap, toothpaste, and toothbrushes (Int'l Class: 5) First aid kits comprised of sterile medical gauze dressings, pain relievers, namely, aspirin, burn relief medication, splints, bandages for dressings, medical adhesive tape, antibiotic ointment, sanitary masks, plastic gloves, therapeutic ice packs, shears, therapeutic hot therapy packs, elastic bandages; compact high calorie food bars for use as a dietary supplement; powdered nutritional supplements; hand-sanitizing preparations (Int'l Class: 10) Surgical kits comprised of scalpel, medical lancing device, hemostats, sutures, penlight, tweezers, sanitary wipes and dental picks

Mark	Ser./Reg. No.	Goods/Services
EMERGENCY ESSENTIALS	SN:77-207591 RN:3,582,152	(Int'l Class: 4) Candles, namely, slow burning candles
PREP-TEMBER	SN:85-721340	(Int'l Class: 35) On-line retail store services featuring emergency supplies, camping supplies and food storage; retail outlets featuring emergencies, camping supplies and food storage
PROVIDENT PANTRY	SN:74-131903 RN:1,711,984	(Int'l Class: 30) Dehydrated food items; namely, sauces

II. Trademark Applications

None.